

**EXHIBIT B**

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

IN RE TESLA, INC. SECURITIES  
LITIGATION

Case No. 3:18-cv-04865-EMC

**DEFENDANT TESLA, INC.'S  
OBJECTIONS AND RESPONSES TO  
LEAD PLAINTIFF'S FIRST SET OF  
REQUESTS FOR PRODUCTION OF  
DOCUMENTS**

1 will endeavor to conduct a reasonable and proportional search for and produce relevant, responsive,  
 2 non-privileged documents, if any exist, within a reasonable time following such agreement.

## 3 **II. SPECIFIC OBJECTIONS AND RESPONSES.**

4 Tesla submits the following Specific Objections and Responses to the Requests. The  
 5 presence or absence of a Specific Objection to a Request is not an admission that documents  
 6 responsive to that Request exist. Tesla incorporates its General Objections into each Response  
 7 below.

### 8 **DEMAND FOR PRODUCTION NO. 1:**

9 All documents and communications during the Relevant Period relating to a potential  
 10 transaction where Tesla would become a privately owned company including, but not limited to,  
 11 the potential transaction referred to by Musk in his tweet dated August 7, 2018 as alleged in  
 12 paragraph 74 of the Complaint, including but not limited to any internal or public reports,  
 13 descriptions, summaries, analyses, studies, plans, proposals, offers, discussions or comments on  
 14 actual, proposed, or contemplated going-private transactions.

### 15 **RESPONSE TO DEMAND FOR PRODUCTION NO. 1:**

16 Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks  
 17 irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla  
 18 further objects to the Request to the extent that it seeks documents or information protected by the  
 19 attorney-client privilege, work-product doctrine, the common interest privilege, or any other  
 20 applicable privilege, protection, or immunity. Tesla further objects to the Request to the extent that  
 21 it seeks documents outside Tesla's possession, custody, or control. Tesla further objects to the  
 22 Request to the extent that such documents or information are public and therefore equally available  
 23 to Plaintiff, or that such documents or information are duplicative or cumulative of documents or  
 24 information that have already been produced to Plaintiff by other sources.

25 Tesla will produce materials that it produced to the SEC in connection with the SEC's  
 26 investigation concerning Musk's August 7, 2018 tweet regarding a potential going-private  
 27 transaction for Tesla. To the extent that Plaintiff, after reviewing the production, believes that  
 28 further production is warranted, Tesla's counsel is available to meet and confer at a mutually

1 agreeable time.

2 **DEMAND FOR PRODUCTION NO. 2:**

3 All documents and communications during the Relevant Period relating to any actual,  
4 proposed, or contemplated investment which would result in a potential investor owning, directly  
5 or indirectly, 4% or more of Tesla's total equity or total debt.

6 **RESPONSE TO DEMAND FOR PRODUCTION NO. 2:**

7 Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks  
8 irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla  
9 further objects to the Request as being without any reasonable topical scope. Tesla further objects  
10 to the Request to the extent that it seeks documents or information protected by the attorney-client  
11 privilege, work-product doctrine, the common interest privilege, or any other applicable privilege,  
12 protection, or immunity. Tesla further objects to the Request to the extent that it seeks documents  
13 or information protected by Tesla's, another defendant's, or a third party's privacy rights. Tesla  
14 further objects to the Request to the extent that it seeks documents outside Tesla's possession,  
15 custody, or control. Tesla further objects to the Request to the extent that such documents or  
16 information are public and therefore equally available to Plaintiff, or that such documents or  
17 information are duplicative or cumulative of documents or information that have already been  
18 produced to Plaintiff by other sources. Tesla further objects to the Request to the extent that it  
19 seeks documents or information that are duplicative or cumulative of documents or information  
20 sought by other Requests, including Request No. 6.

21 Tesla will produce materials that it produced to the SEC in connection with the SEC's  
22 investigation concerning Musk's August 7, 2018 tweet regarding a potential going-private  
23 transaction for Tesla. To the extent that Plaintiff, after reviewing the production, believes that  
24 further production is warranted, Tesla's counsel is available to meet and confer at a mutually  
25 agreeable time.

26 **DEMAND FOR PRODUCTION NO. 3:**

27 Without regard to the Relevant Time Period, all documents and communications relating to  
28 Musk's departure, resignation, or removal as the Chairman of the Board as alleged in the Complaint

1 sources.

2 Tesla will produce materials that it produced to the SEC in connection with the SEC's  
3 investigation concerning Musk's August 7, 2018 tweet regarding a potential going-private  
4 transaction for Tesla. To the extent that Plaintiff, after reviewing the production, believes that  
5 further production is warranted, Tesla's counsel is available to meet and confer at a mutually  
6 agreeable time.

7 **DEMAND FOR PRODUCTION NO. 23:**

8 All documents and communications during the Relevant Time Period between Tesla,  
9 including anyone acting on its behalf, and the NASDAQ exchange Concerning Tesla.

10 **RESPONSE TO DEMAND FOR PRODUCTION NO. 23:**

11 Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks  
12 irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla  
13 further objects to the Request as being without any reasonable topical scope. Tesla further objects  
14 to the Request to the extent that it seeks documents outside Tesla's possession, custody, or control.  
15 Tesla further objects to the Request to the extent that such documents or information are public and  
16 therefore equally available to Plaintiff, or that such documents or information are duplicative or  
17 cumulative of documents or information that have already been produced to Plaintiff by other  
18 sources.

19 Tesla will produce materials that it produced to the SEC in connection with the SEC's  
20 investigation concerning Musk's August 7, 2018 tweet regarding a potential going-private  
21 transaction for Tesla. To the extent that Plaintiff, after reviewing the production, believes that  
22 further production is warranted, Tesla's counsel is available to meet and confer at a mutually  
23 agreeable time.

24 **DEMAND FOR PRODUCTION NO. 24:**

25 All documents and communications from the period from June 29, 2010 to December 31,  
26 2018 Concerning the reaction of Tesla's share price in response to public statements made by Musk  
27 about Tesla.

28

**RESPONSE TO DEMAND FOR PRODUCTION NO. 24:**

Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla further objects to the Request as being without any reasonable time limitation or topical scope. Tesla further objects to the Request as a premature demand for expert discovery and inconsistent with the Applicable Rules. Tesla further objects that the phrase “reaction of Tesla’s share price in response to public statements made by Musk” is vague and ambiguous. Tesla further objects to the Request to the extent that it seeks documents or information protected by the attorney-client privilege, work-product doctrine, the common interest privilege, or any other applicable privilege, protection, or immunity. Tesla further objects to the Request to the extent that it seeks documents outside Tesla’s possession, custody, or control. Tesla further objects to the Request to the extent that such documents or information are public and therefore equally available to Plaintiff, or that such documents or information are duplicative or cumulative of documents or information that have already been produced to Plaintiff by other sources.

Tesla will produce materials that it produced to the SEC in connection with the SEC’s investigation concerning Musk’s August 7, 2018 tweet regarding a potential going-private transaction for Tesla. To the extent that Plaintiff, after reviewing the production, believes that further production is warranted, Tesla’s counsel is available to meet and confer at a mutually agreeable time.

**DEMAND FOR PRODUCTION NO. 25:**

All documents and communications during the Relevant Time Period relating to purchases and/or sales of Tesla securities by Tesla employees, directors, or officers and/or their immediate family members and entities in which they have a controlling interest.

**RESPONSE TO DEMAND FOR PRODUCTION NO. 25:**

Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla further objects to the Request to the extent that it seeks documents or information protected by the attorney-client privilege, work-product doctrine, the common interest privilege, or any other

Tesla's counsel is available to meet and confer at a mutually agreeable time to discuss the documents Plaintiff seeks with this Request.

**DEMAND FOR PRODUCTION NO. 32:**

All documents and communications during the Relevant Time Period relating to any loan or investment collateralized by Tesla securities.

**RESPONSE TO DEMAND FOR PRODUCTION NO. 32:**

Tesla objects to the Request to the extent that it is overly broad, unduly burdensome, seeks irrelevant documents, and seeks documents that are not proportional to the needs of the case. Tesla further objects to the Request as being without any reasonable topical scope. Tesla further objects that the phrase "any loan or investment" is vague and ambiguous. Tesla further objects to the Request to the extent that it seeks documents or information protected by the attorney-client privilege, work-product doctrine, the common interest privilege, or any other applicable privilege, protection, or immunity. Tesla further objects to the Request to the extent that it seeks documents outside Tesla's possession, custody, or control. Tesla further objects to the Request to the extent that such documents or information are public and therefore equally available to Plaintiff, or that such documents or information are duplicative or cumulative of documents or information that have already been produced to Plaintiff by other sources.

Dated: August 24, 2020

COOLEY LLP

*/s/ Patrick E. Gibbs*

Patrick E. Gibbs

Attorneys for Defendants Tesla, Inc., Elon Musk, Brad W. Buss, Robyn Denholm, Ira Ehrenpreis, Antonio J. Gracias, James Murdoch, Kimbal Musk, and Linda Johnson Rice